

WIC 03-204



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OVERNIGHT DELIVERY

Federal Communications Commission
Wireline Competition Bureau - CPD - 214 APPLS
P.O. Box 358145
Pittsburgh, PA 15251-5145

Attn: Wireline Competition Bureau, Competition Policy Division

Re: Adelphia Business Solutions, Inc. (Debtor in Possession) d/b/a TelCove and Certain of its
Subsidiaries (as debtors in possession)
Application for Domestic Section 214 and International Section 214 Transfer of Control

Dear Sir or Madam.

Enclosed, on behalf of Adelphia Business Solutions, Inc. d/b/a TelCove and its subsidiaries, are an original and four copies of the above-referenced Application, a completed FCC Form 159, and a check in the amount of \$860 made payable to the "FCC" to cover the requisite filing fees.

Concurrently, we are submitting a copy of the Application to the International Bureau Filing System.

Additionally, we enclose a proof of filing copy of this filing and ask that it be date-stamped and returned to us in the enclosed postage prepaid, self-addressed envelope

Any questions in regard to the Application may be directed to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Terry J. Romine".

Terry J. Romine
Deputy General Counsel of Operation

Enclosures

cc John Glicksman (w/o encl)
Wireline Competition Bureau
International Bureau

Adelphia Business Solutions, Inc. Debtor-in-Possession
D/B/A TelCove
712 North Main Street
Coudersport, PA 16915

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page 1 of 1

(1) LOCK BOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Adelphia Business Solutions, Inc. d/b/a TelCove		(3) TOTAL AMOUNT PAID (U S Dollars and cents) \$860.00	
(4) STREET ADDRESS LINE NO 1 712 N. Main Street			
(5) STREET ADDRESS LINE NO 2			
(6) CITY Coudersport		(7) STATE PA	(8) ZIP CODE 16915
(9) DAYTIME TELEPHONE NUMBER (include area code) (814) 260-2801		(10) COUNTRY CODE (if not in U S A)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003-7090-94			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Adelphia Business Solutions, Inc. d/b/a TelCove			
(14) STREET ADDRESS LINE NO 1 712 N. Main Street			
(15) STREET ADDRESS LINE NO 2			
(16) CITY Coudersport		(17) STATE PA	(18) ZIP CODE 16915
(19) DAYTIME TELEPHONE NUMBER (include area code) (814) 260-2801		(20) COUNTRY CODE (if not in U S A)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003-7090-94			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00	(27A) TOTAL FEE \$860.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>TERRY ROMERO</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Terry Romero</u>		DATE <u>9/2/03</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described			
SIGNATURE _____		DATE _____	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of)	
)	
ADELPHIA BUSINESS SOLUTIONS, INC.)	
(Debtor-in-Possession) d/b/a TelCove)	Docket No. WC
and Certain of its Subsidiaries)	
(as debtors-in-possession))	
)	
For Consent to Transfer of Control)	
Blanket Domestic Section 214 Authorization)	
and International Section 214 Authorization)	
Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended)	

APPLICATION

By: Terry J. Romine, Esq.
Deputy General Counsel of Operations
Adelphia Business Solutions, Inc.
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Dated : September 2, 2003

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EXECUTIVE SUMMARY

Adelphia Business Solutions, Inc., Debtor in Possession, d/b/a TelCove ("ABIZ") and certain of its subsidiaries, as debtors in possession, each filed for protection under chapter 11 of the Title 11 of the United States Code ("Chapter 11") in the United States Bankruptcy Court of the Southern District of New York ("Bankruptcy Court") in 2002. There were two separate filing dates, but the cases are being jointly administered. ABIZ also has subsidiaries that did not file for Chapter 11 protection. On August 22, 2003, ABIZ and its subsidiaries that had filed for Chapter 11 protection filed a Plan of Reorganization and a redacted Disclosure Statement.

ABIZ anticipates that the Plan of Reorganization could be confirmed within 90 days of the filing, and the companies could emerge from Chapter 11 protection at that time. Because ABIZ will issue new common stock, and will extinguish the equity interest of the its current stockholder, and a new Board of Directors will be appointed, a transfer of control will occur. The ABIZ subsidiaries will not issue new stock and ABIZ will continue to hold the same interest in each subsidiary as it does today. Many of these subsidiaries hold blanket domestic Section 214 authorizations, and one subsidiary holds an international Section 214 authority. Consequently, a transfer of control of each of the ABIZ subsidiaries will occur at the effective date of the Plan of Reorganization and Federal Communications Commission approval is needed prior to such transfer.

This Application is filed to obtain the necessary Commission approval. ABIZ submits that this Application qualifies for streamlined treatment under Sections 63.03 and 63.12 of the Commission's rules. Accordingly, ABIZ asks for streamlined treatment and asks that the Application be place on public notice as soon as possible.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of)	
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ADELPHIA BUSINESS SOLUTIONS, INC.)	
(Debtor-in-Possession) d/b/a TelCove)	Docket No. WC
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Blanket Domestic Section 214 Authorization)	
and International Section 214 Authorization)	
Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended)	

APPLICATION

Adelphia Business Solutions, Inc. (debtor-in-possession) d/b/a TelCove ("ABIZ" or the "Company") and certain of its subsidiaries (as debtors-in-possession)¹ and certain of its subsidiaries that are non-debtors² (the "TelCove Subsidiaries") (collectively "TelCove" or the "Applicants") hereby request authority, pursuant to Section 214 of the Communications Act of 1934, as amended,³ and section 63.03, 63.04, 63.18 and 63.24 of the rules of the Federal Communications Commission ("Commission" or "FCC"),⁴ for approval of the transfer of control of the TelCove Subsidiaries as holders of blanket

¹ The TelCove subsidiaries seeking the authority pursuant to this application are. Adelphia Business Solutions of Kentucky, Inc. d/b/a TelCove; Adelphia Business Solutions of Vermont, Inc d/b/a TelCove; Adelphia Business Solutions Atlantic, Inc. d/b/a TelCove, Adelphia Business Solutions Operations, Inc. d/b/a TelCove; Adelphia Business Solutions Long Haul, L.P ; Adelphia Business Solutions International, LLC, Adelphia Business Solutions Investment, LLC d/b/a TelCove; Adelphia Business Solutions of Jacksonville, Inc d/b/a TelCove; Adelphia Business Solutions of Louisiana, LLC d/b/a TelCove; Adelphia Business Solutions of Nashville, L.P. d/b/a TelCove; Adelphia Business Solutions of South Carolina, Inc. d/b/a TelCove, and Adelphia Business Solutions of Virginia, LLC d/b/a TelCove.

² Adelphia Business Solutions of Pennsylvania, Inc. d/b/a TelCove did not file for Chapter 11 protection and operates as a competitive local exchange carrier and interexchange carrier in the Commonwealth of Pennsylvania. It is a 50% general partner in Susquehanna Adelphia Business Solutions and PECO Hyperion Telecommunications that each operates as CLECs and interexchange carriers in the Commonwealth of Pennsylvania

³ 47 U.S.C. § 214 (the "Act")

⁴ 47 C.F.R. §§ 63.03, 63.04, 63.18 & 63.24(e)(1) and (2)

domestic Section 214 Authorizations and of the transfer of control of Adelphia Business Solutions International, LLC, the holder of an international 214 Authorization. The transfer of control will occur as part of the emergence of ABIZ (hereinafter "Reorganized ABIZ") and the TelCove Subsidiaries from Chapter 11 bankruptcy. Pursuant to section 63.04(b) of the Commission's rules, TelCove submits this filing as a combined section 214 transfer application and international 214 assignment application.⁵ TelCove is concurrently filing this combined application with the International Bureau, in accordance with the Commission's rules. TelCove also is filing applications for consent to the transfer of control of a variety of wireless licenses.

I. INTRODUCTION

On March 27, 2002, ABIZ and certain of its subsidiaries each filed a petition for protection under Chapter 11 of the title 11 of the United States Bankruptcy Code (the "Code") in the United States Bankruptcy for the Southern District of New York (the "Court") and the cases were assigned joint administration under Case No. 02-11389. Subsequently, on June 18, 2002, additional ABIZ subsidiaries also each commenced chapter 11 cases, and their cases were added to the ABIZ cases under joint administration. This application is filed to obtain the necessary consent to the transfer of control as the Reorganized ABIZ and the various subsidiaries emerge from bankruptcy.

The reorganization of ABIZ, and the consummation of the Plan of Reorganization ("Plan") will create multiple classes of holders of claims against and equity interests in ABIZ. The Plan specifies that certain classes of individuals and entities with Allowed Claims may elect to receive, generally speaking, a cash payment and/or securities in the form of new common stock and/or warrants for complete and full satisfaction of allowed

⁵ 47 C.F.R. § 63.04(b).

claims. ABIZ will authorize up to ten million shares of new commons stock to be issued pursuant to the Plan as well as new warrants and new management warrants. Reorganized ABIZ will continue to hold the stock and/or interest in the TelCove subsidiaries as it does today. None of the TelCove Subsidiaries will issue any new common stock or new warrants. The existing equity interest, which is the interest of any holder of an equity security in ABIZ, and all issued and outstanding shares of common or preferred stock or other instrument evidencing a present ownership interest in ABIZ will be extinguished on the effective date of the Plan and no holder of any equity interest will receive any distribution of property on account of such equity interest. Accordingly, a transfer of control of each of the TelCove subsidiaries will occur upon the effective date of the Plan, and Commission consent is necessary as certain of the TelCove subsidiaries hold section 214 blanket domestic authorizations and one TelCove subsidiary holds a section 214 international authorization.

II. BACKGROUND

Adelphia Business Solutions, Inc. d/b/a/ TelCove is a Delaware corporation with its principal place of business located at 712 N. Main Street, Coudersport, Pennsylvania 16915. TelCove is a leading facilities-based provider of integrated communication services that serves medium and large businesses, state and local governmental agencies, educational institutions, and other communications services providers. TelCove offers local and long-distance voice, dedicated data, ATM, frame relay, and Internet services and is focused on serving communications-intensive end users. TelCove operates in 35 medium-to-large sized markets throughout the Eastern United States, along the Gulf Coast and in several midwestern states.

Until January 11, 2002, ABIZ was a subsidiary of Adelphia Communications Corporation (“ACC”), the then fifth largest cable companies in the United States. On January 11, 2002, ACC effected a spin-off of ABIZ from ACC. At the time of the spin-off, ACC owned stock representing approximately 79% of ABIZ’s outstanding common stock. Prior to and after the spin-off, both ACC and ABIZ were controlled by John Rigas, Tim Rigas, Michael Rigas, and James Rigas (the “Rigas Family”), each of whom served as a senior officer and director of both companies.

On March 27, 2002, ABIZ and certain (but not all) of its subsidiaries commenced Chapter 11 cases. Soon after the March 27 filing date, there was public disclosure of alleged accounting irregularities and alleged improprieties involving ACC and the Rigas Family. These events resulted in ABIZ having to further downsize its business plan and a decision was made for most of the remaining subsidiaries to file for Chapter 11 protection, which resulted in the additional filings on June 18, 2002. In July 2002, the Rigas Family resigned their positions on the ABIZ Board of Directors and their officer positions they held with ABIZ and the TelCove subsidiaries. Prior to July 2002, the Rigas Family also had resigned their positions on the ACC Board of Directors and their officer positions they held with ACC and its subsidiaries. Accordingly, the Rigas Family no longer control the management or day-to-day operations of either ABIZ or ACC.

III. THE PLAN OF REORGANIZATION

The Plan proposes to: 1) authorize the issuance by ABIZ of up to ten million shares of new common stock with par value of \$0.1 (“New Common Stock”); 2) extinguish the current equity interest in ABIZ; 3) permit certain claims holders to elect between receiving (a) specified stock/or warrant recoveries or (b) specified cash

recoveries; and 4) allow ABIZ and the TelCove Subsidiaries to emerge from Chapter 11 and permit the TelCove Subsidiaries to continue to operate as local exchange and interexchange carriers. ABIZ will continue to hold stock of its subsidiaries as it does now. Consequently, to the extent that there is a change of control, it will occur at the parent company level, which does not hold any section 214 authorizations or FCC license.

Reorganized ABIZ's initial Board of Directors will consist of seven members (currently there are three members). The Secured Noteholder Committee shall appoint four of the members and the Creditor's Committee shall appoint three members, of which one will be Robert E. Guth, ABIZ's current Chief Executive Officer ("CEO"), if he is employed by the Reorganized ABIZ. Otherwise, the members of the Board of Directors will designate another member. Initial appointments will be for a term of two years, and the Chairman of the Board of Directors shall not be an executive of the Reorganized ABIZ or the TelCove Subsidiaries.

After the issuance of the New Common Stock, it is anticipated that there may be two stockholders who will beneficially hold more than a 10% interest in Reorganized ABIZ, and one of those stockholders could possibly hold more than a 49.9% interest in Reorganized ABIZ. The identity and required information of this stockholder is set forth in Section VI (d)(6) herein. Until the distributions are made, the percentage of the stock to be held by each individual claim holder is not settled. Under the Plan, no foreign person or foreign entity will hold 25% or greater interest in the Reorganized ABIZ.

There are several steps necessary for the approval of the Plan and subsequent emergence by ABIZ and the TelCove subsidiaries from bankruptcy. The Plan and a

redacted copy of the Disclosure Statement were filed with the Court on August 22, 2003.

A copy of the Plan of Reorganization is attached hereto as Exhibit D. We anticipate that the Plan should be confirmed in approximately 90 days after the filing of the Plan and the Disclosure Statement, or on or about November 22, 2003. The steps that need to occur to obtain the confirmation of the Plan are as follows:

- A hearing for approval of the Disclosure Statement must be held. The date of the hearing has not been scheduled, but it is expected that the hearing should occur in early October 2003.
- Upon approval of the Disclosure Statement, the Debtor's send the Plan solicitation packages in accordance with the Disclosure Statement Approval Order. A Voting Deadline is established.
- Objections to Plan must be filed with the Court.
- Any required Plan Supplement is filed with the Court.
- At the expiration of the Voting Deadline, the Voting Agent certifies vote on Plan
- A Plan confirmation hearing is held and Confirmation Approval is obtained (the hearing will be held approximately 30 days after the Disclosure Statement Approval Hearing, or early November).

The reorganization becomes effective no earlier than 1) eleven days after the later of the confirmation date, the date any stay of the confirmation order is dissolved or 2) the date on which the conditions to the effectiveness of the plan have been satisfied or waived ("Effective Date").

Upon the Effective Date, the management, control and operation of the Reorganized ABIZ will be the general responsibility of the Board of Directors of the Reorganized ABIZ. It is possible that one of the secured claims holders may exercise either de jure or de facto control, or both, over the Reorganized ABIZ. The information in regard to this claims holder is found in Section VI (d)(6) herein.

The current officers of ABIZ will serve as the initial officers of the Reorganized ABIZ on and after the Effective Date. They include Robert E. Guth, CEO of ABIZ,

Edward Babcock, Vice President and Chief Financial Officer, and John B. Glicksman, Vice President and General Counsel.

IV. PUBLIC INTEREST CONSIDERATIONS

Approval of this application is in the public interest as the reorganized, emerging companies will be financially stronger and will continue to provide the quality service to their end users. The transfer of control will occur at the parent company level and the transfer will be transparent at the subsidiary level that serves the end user customers. The emergence from bankruptcy of these companies will foster continued competition in the local exchange and interexchange markets.

Furthermore, neither ACC nor the Rigas Family, which formerly held control of ABIZ, will have any day-to-day management control of ABIZ and upon the Effective Date of the Plan, any equity interests in ABIZ by the Rigas Family will be extinguished. Consequently, any alleged misconduct or improprieties by either ACC or Rigas Family should have no effect on the eligibility of the TelCove Subsidiaries to hold their respective FCC authorizations or licenses.

V. APPLICANTS REQUEST STREAMLINED TREATMENT UNDER SECTIONS 63.03 AND 63.12 OF THE COMMISSION'S RULES

a. *The Application Qualifies for Streamlining under the Commission's Domestic Section 214 Streamlining Rules*

Pursuant to Section 63.03, streamlined procedures for domestic transfer of control applications will presumptively apply to proposed transactions that would result in a transferee having a market share in the interstate, interexchange market of less than 10%, and the transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local

exchange carrier that is not a party to the transaction, and neither of the applicants is dominant with respect to any service.

ABIZ and the TelCove Subsidiaries submit that neither Reorganized ABIZ nor any of its subsidiaries will hold a market share in the interstate, interexchange market of more than 10%. Moreover, this is not a transaction in which there will be a merger or combination of any carriers. The transaction is as a result of TelCove's emergence from bankruptcy and the parent corporation's restructuring. The TelCove Subsidiaries will continue to provide competitive local exchange services in 35 markets in geographic areas served by dominant local exchange carriers (that are not parties to this transaction), and none of the Applicants are considered dominant with respect to any service.

b. The Application Qualifies for Streamlining Under the Commission's International Section 214 Streamlining Rules

Section 63.12 provides that the streamlining procedures for international section 214 applications will presumptively apply unless: 1) the applicant is affiliated with a foreign carrier in a destination market, unless the applicant clearly demonstrates in its application that the affiliated destination market is WTO Member country and the applicant agrees to be classified as a dominant carrier to the affiliated destination country under section 63.10; 2) the applicant is affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell; and 3) the applicant is requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

ABIZ and the TelCove Subsidiaries are not, and will not be, affiliated with any foreign carrier or any dominant U.S. carrier and are not requesting to provide service over

private lines to countries not previously authorized for service by the Commission. Accordingly, the application should qualify for streamlining procedures.

VI. INFORMATION REQUIRED BY SECTIONS 63.04 AND 63.18

Applicants submit the following information in support of their requests for transfer of control of section 214 authorizations pursuant to section 63.04 and 63.18(e)(3) of the Commission's rules:

- (a) Name, address and telephone number of each applicant (Sections 63.04(a)(1) and 63.18(a)):

See Exhibit A attached hereto, and incorporated hereby.

- (b) The government, state or territory under the laws of which each corporate or partnership applicant is authorized (Sections 63.04(a)(2) and 63.18(b)):

Except for Adelphia Business Solutions of Nashville, L.P. d/b/a TelCove and Adelphia Business Solutions of Virginia, LLC, all the applicants are incorporated, established, or created under the laws of the State of Delaware.

Adelphia Business Solutions of Nashville, L.P. is a California limited partnership.

Adelphia Business Solutions of Virginia, LLC is a Virginia limited liability company.

- (c) The name, title, post office address, and telephone number of the officer or contact point, to whom correspondence concerning the application is to be addressed (Sections 63.04(a)(3) and 63.18(c)):

Terry J. Romine, Esq.
Deputy General Counsel of Operations
TelCove
712 N. Main Street
Coudersport, PA 16915
Direct Dial: (814) 260-2801
Facsimile: (814) 260-2026
E-mail: terry.romine@telcove.com

- (d) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least 10% of the equity of the applicant(s), and the percentage of equity owned by each of those entities (to the nearest 1%) (Sections 63.04(a)(4) and 63.18(h)):

The ownership interest of ABIZ in its subsidiaries is set forth in Exhibit B attached hereto and incorporated by reference.

Based upon the information available to TelCove regarding the holders of Claims, the following entities are expected, directly or indirectly to own 10% or more of the New Common Stock of ABIZ:

Name:	Bay Harbour Management LC
Address:	10124 Foxhurst Court Orlando, FL 32836
Citizenship:	Organized Under the Laws of the State of Florida
Percentage Owned:	The specific percentage to be owned is unknown until the claims holders have made their elections, but Bay Harbor will definitely hold more than a 10% interest in Reorganized ABIZ, with a possibility that it may hold greater than a 50% interest depending on the election of the other claims holders. Bay Harbor may have either de jure or de facto, or both, control over Reorganized ABIZ.
Principal Business:	Investment
Name:	DDJ Capital Management, LLC, on behalf of certain funds and/or accounts which it manages or advises
Address:	141 Linden Street Wellesley, MA 02482
Citizenship:	Organized under the Laws of the State of Massachusetts
Percentage Held:	The specific percentage to be owned is unknown until the claims holders have made their elections. DDJ may hold more than a 10% interest in Reorganized ABIZ, but less than a 49.9%.
Principal Business:	Investment.

Based upon the information available to TelCove regarding holders of Claims, no other holders of Allowed Claims will receive a distribution of New Common Stock that would provide that holder with 10% or greater ownership in the Reorganized ABIZ. In addition, no foreign person or foreign entity will hold 25% or greater interest in the Reorganized ABIZ.

Reorganized ABIZ will not have any interlocking directorates with a foreign carrier.

- (e) The Applicants certify pursuant to sections 1.2001 through 1.2003 of the Commission's rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a), that no party to this Joint Application is subject to a denial of Federal benefits pursuant to section 52301 of the Anti-Drug Abuse Act of 1988 (Sections 63.04(a)(5) and 63.18(o)).

- (f) A description of the transaction (Section 63.04(a)(6)).

See Sections I, II, and III of the Application.

- (g) Section 214 Authorizations (Sections 63.04(a)(7) and 63.18(d)):

Exhibit C lists the blanket domestic section 214 authorizations held by the TelCove subsidiaries (as debtors-in-possession).

Adelphia Business Solutions International, Inc. (ITC – 214-19971128-00747 – International Resale Carrier).⁶

- (h) Qualifications for Presumptive Streamlined Treatment (Sections 63.04(a)(8) and 63.18(p)).

See Section V of the Application.

- (i) Identification of all other Commission applications related to the same transaction (Sections 63.04(9)):

Adelphia Business Solutions Long Haul, LLC is concurrently filing applications for the transfer of its wireless licenses that it holds.

⁶ The Commission originally granted Section 214 authority to Hyperion Telecommunications, Inc. On October 29, 1998, the Commission authorized the *pro forma* assignment of Hyperion Telecommunications, Inc.'s Section 214 authority to its affiliate Hyperion Communications International, Inc. in ITC-ASG-19981019-00727. Hyperion Communications International, Inc. changed its name to Adelphia Business Solutions International, Inc. in October 1999. Notice of the *pro forma* transfer involving Adelphia Business Solutions International, Inc. due to the filing by ABIZ of its Chapter 11 petition was filed with the FCC on April 26, 2002.

- (j) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure (Section 63.04(a)(10)):

Not applicable.

- (k) Identification of any separately filed waiver requests being sought in conjunction with the transaction (Section 63.04(a)(11)):

None.

- (l) Statement showing how grant of application will serve public interest (Section 63.04(a)(12)).

See Section IV of this Application.

- (m) Section 63.18(e) statement:

Adelphia Business Solutions International, Inc. has authority to, and will continue, to operate as a resale carrier pursuant to 63.18(e)(2), is not electing to exclude any country for this authorization, and certifies it will comply with the terms and conditions contained in Sections 63.21 and 63.23 of the Commission's rules.

- (n) Section 63.18(g): Not applicable

- (o) Section 63.18(i): The Applicants certify that none of the entities will be a foreign carrier, as defined in section 63.09(d) of the Commission's rules nor will they be affiliated with a foreign carrier.

- (p) Section 63.18(j): The Applicants certify that they do not seek to provide international telecommunications services to any destination country in which i) the Applicants are a foreign carrier in such country; or, ii) the Applicants control a foreign carrier in such country; or, iii) any entity that owns more than 25% of any of the Applicants, or controls the Applicants, controls a foreign carrier in such country.

- (q) Section 63.18(k): Not applicable.

- (r) Section 63.18(l): Not applicable.

- (s) Section 63.18(m): Not applicable.

(t) Section 63.18(n) certification:

The Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

VII. CONCLUSION

For the reasons set forth above, TelCove respectfully submits that the public interest, convenience, and necessity would be furthered by an expeditious grant of this Application.

Respectfully submitted:

By: 

Terry J. Romine, Esq.
Deputy General Counsel of Operations
Adelephia Business Solutions, Inc.
d/b/a TelCove
712 N. Main Street
Coudersport, PA 16915
(814) 260-2801
Fax: (814) 260-2026
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Dated : September 2, 2003